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Nov. 26 2006 02:03PM P1

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Methyl tertiary Butyl Ether
("MtBE") Products Liability Litigation

This Document Relates To:

*Orange County Water District v. Unocal
Corporation, et al.,*
Case No. 04 Civ. 4968 (SAS)

Master File No. 1:00-1898
MDL No. 1358 (SAS)

DECLARATION OF KAREN A. LYONS

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I, Karen A. Lyons, declare and state as follows:

1. I am the Director of Environmental Services for the Western Region for Shell Oil Products US. In that position, I have overseen the Shell Defendants' remediation at Shell #6502, 6502 Bolsa Avenue, Huntington Beach, California, and at Texaco #121681, 9475 Warner Avenue, Fountain Valley, California.
2. The facts set forth herein are based upon my personal knowledge and my review of files and documents regarding Shell #6502 and Texaco #121681. If called upon to testify to these facts, I could and would competently do so.
3. My deposition was taken in this case on June 30, 2009 and July 1, 2009, as the person most knowledgeable about several of the Shell Defendants' sites, including Shell #6502 and Texaco #121681. In the context of that deposition, I thoroughly reviewed the Shell Defendants' files and documents related to those sites and I was prepared and did testify about facts related thereto.
4. I have never received any complaints, comments, or suggestions from the Orange County Water District or any of its personnel concerning remediation at either Shell #6502 or Texaco #121681.
5. Remediation is ongoing at Shell #6502 and Texaco #121681 and is proceeding under the oversight of the Orange County Health Care Agency ("OCHCA"). To my knowledge, Equilon Enterprises LLC dba Shell Oil Products US is in compliance

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with all OCHCA directives concerning those sites. I see no reason why Shell #6502 and Texaco #121681 will not successfully be brought to regulatory closure.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge and ability.

Executed this __th day of March, 2011, in Los Angeles, California.



Karen A. Lyons